

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

6/3/98
DW

Application of Williams Communications, Inc.)
d/b/a Vyvx, Inc., for a Certificate of Public)
Convenience and Necessity as a Competing) TRA Docket No. 99- 00398
Telecommunications Service Provider)

APPLICATION OF WILLIAMS COMMUNICATIONS, INC.

Pursuant to T.C.A. § 65-4-201 et seq., Williams Communications, Inc., d/b/a Vyvx, Inc. ("Williams" or "Applicant") hereby applies for a certificate of public convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee. Williams seeks authority to offer local exchange, exchange access, and interexchange telecommunications services, on a resold and facilities-based basis throughout the State of Tennessee. Granting Williams' application will promote the public interest because Williams will increase competition in the market and offer innovative and technologically-advanced services to customers in the state. Therefore, Williams respectfully requests that the Tennessee Regulatory Authority ("TRA") grant Williams state-wide authority to operate as a competing telecommunications service provider.

In support of its Application, Williams provides the following information:

I. Names and Addresses

The legal name and physical address of the Applicant is:

Williams Communications, Inc. d/b/a Vyvx, Inc.
2600 One Williams Center
Tulsa, Oklahoma 74172
Tel: (918) 573-6000
Fax: (918) 573-0669

Applicant's postal address is:

Williams Communications, Inc.
P. O. Box 22067
Tulsa, Oklahoma 74121

Correspondence or communications pertaining to this Application should be directed to:

Mickey S. Moon
Director of Regulatory Affairs
Williams Communications, Inc.
Williams Resource Center
2 East First Street, Mail Drop RC3-I
Tulsa, Oklahoma 74172
Tel: (918) 573-8771
Fax: (918) 573-0669

with copies to:

Henry Walker
Michael B. Bressman
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219
Tel: (615) 244-2582
Fax: (615) 252-6380

and

William H. Gault
Attorney
4100 One Williams Center
Tulsa, Oklahoma 74172

Williams is a corporation organized under the laws of the State of Delaware and is qualified to do business in Tennessee. Williams is a wholly-owned subsidiary of Williams Communications

Group, Inc., which, in turn, is a wholly owned subsidiary of Williams Holdings of Delaware, Inc. The Williams Companies, Inc. ("The Williams Companies"), a publicly traded company, owns 100 percent of Williams Holdings of Delaware, Inc. See attached Exhibit 1 for a copy of Williams' Articles of Incorporation and Exhibit 2 for its Certificate of Authorization to transact business in Tennessee.

II. Qualifications

T.C.A. § 65-4-201 requires an applicant for a certificate of public convenience and necessity to show that it possesses sufficient managerial, financial, and technical abilities to provide the applied-for services. Williams satisfies each of these requirements.

A. Financial Ability

Williams is financially qualified to provide facilities-based and resold local exchange, exchange access, and interexchange services in Tennessee. Williams has operated on an interstate basis since 1990 and has never been in default of any material financial obligation. Attached as Exhibit 3 are audited financial statements for Williams' direct parent company, Williams Communications Group, Inc. ("Williams Communications Group"). Recently, The Williams Companies announced its intention to file an initial public offering for a minority interest in Williams Communications Group which will expand access to capital to support growth in the communications-side of the business. On April 9, Williams Communications Group filed for an initial public offering which is currently under review by the Securities and Exchange Commission. Williams will primarily fund its services through revenues generated by its operations as well as funds received through its direct parent corporation.

B. Managerial Ability

Williams possesses the managerial qualifications to provide facilities-based and resold local exchange, exchange access, and interexchange services in Tennessee. As described in the attached biographical information, Williams' senior management team has extensive management and business experience in the telecommunications, utilities and other industries. See attached Exhibit 4 and a list of Williams' Board of Directors and Officers attached as Exhibit 5.

C. Technical Ability

Williams possesses the technical qualifications to provide facilities-based and resold local exchange, exchange access, and interexchange services in Tennessee. As noted above, Williams' senior management has extensive experience operating companies in the telecommunications and other regulated industries. Moreover, Williams currently has approximately 17,600 route miles in service, 20,000 route miles of fiber in the ground, and plans to complete 32,000 route miles connecting 125 cities by the end of 2000. See attached Exhibit 6.

Williams' twenty-four hour network monitoring center in Tulsa, Oklahoma, provides highly efficient and effective centralized management of its network. Williams regularly provides training to maintain its employees' abilities to respond to the demands of a changing, technologically driven market. In addition, Williams currently provides, and will continue to provide, repair and maintain its facilities in order to ensure that its customers obtain high-quality service. Customers may report service problems to Williams' customer service center 24 hours a day, 7 days a week at (888) 275-9080 and Williams does and will respond promptly.

Williams recently received approval from the TRA to resell interexchange long distance services and operator services in Tennessee. See attached Exhibit 7. In addition, to date,

Williams is authorized to provide intrastate facilities-based and/or resold telecommunications service in 45 states.¹

III. Service Offerings

Williams seeks authority to provide a full-range of local, exchange access, interexchange (including interLATA), and switched and special access telecommunications services throughout the State of Tennessee. Williams intends to offer this broad range of telecommunications services through the use of its own facilities, resold services, and through a combination of these provisioning approaches.

With respect to facilities-based services, Williams, as discussed above, operates one of the nation's largest fiber-optic networks with plans to extensively expand the network in the next two years through fiber-optic construction projects and agreements with other telecommunications carriers.² As part of this expansion, Williams plans to begin construction of extensive fiber-optic facilities in Tennessee in late 1999 and complete construction in 2000. More specifically,

¹ Williams is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Section 63.07 of the Federal Communications Commission ("FCC") rules authorizes Williams, as a non-dominant carrier, to provide interstate telecommunications services. This section also authorizes Williams to construct, acquire, and operate telecommunications facilities. Three FCC orders authorize Williams to provide certain international telecommunications services: In the Matter of Vyvx, Inc. Application for authority to acquire and operate facilities for provision of International Television and video services between the United States and Canada, File No. I-T-C-95-191, 10 FCC Rcd 5050 (1995); In the Matter of Vyvx, Inc. Application for authority to acquire and operate facilities for provision of International Television and video services, File No. I-T-C-95-245, 10 FCC Rcd 6094 (1995); and Overseas Carrier Section 214 Applications Actions Taken, Report No. I-8235, 12 FCC Rcd 3771 (1997).

² Williams currently operates fiber optic facilities extending between Atlanta and Indianapolis. These facilities are currently restricted to Internet and video transmissions, and to date, Williams has used them solely to provide interstate service.

Williams plans to construct facilities along a route between Atlanta and Nashville, and a route extending between Nashville and Louisville. Williams also plans to construct points of presence ("POPs") along these routes in Chattanooga and Nashville. These facilities will employ the latest in SONET transmission equipment, digital cross-connect systems, and network management capabilities. This network will also feature fiber optic clarity, speed and reliability, cable route diversity and electronic redundancy.

Initially, Williams plans to offer interLATA and intraLATA interexchange services to other telecommunications carriers. These services will include switched voice and other related services that will give Williams' carrier customers the capability of providing account code services, domestic call blocking, directory assistance, operator services, toll free services (e.g., 800, 888, or 887), and alternate billed services such as collect calling, third party number calling, calling cards, and prepaid calling cards to their end users. Although Williams will only market these services to other telecommunications carriers, it will maintain an open network and will therefore not be able to block all 10-XXXXXX or similar access code calls from end users not presubscribed to Williams' carrier customers ("Casual Callers"). As a result, Williams plans to directly bill these customers for such calls. In the future, Williams may offer other advanced interexchange services, including, without limitation, private line, Asynchronous Transfer Mode, Internet Protocol (IP), and frame relay.

Williams also plans to offer basic local exchange services and/or other local exchange services in Tennessee in the future, although it does not have specific plans or products at this time. If Williams offers basic local exchange services directly to consumers, it will directly or

through arrangements with other carriers provide those services required by TRA Rule 1220-4-8-.04(3)(b).

Until Williams' planned facilities in Tennessee are operational, Williams will resell interexchange service purchased from other telecommunications carriers pursuant to its current TRA resale authorization. See attached Exhibit 6. After Williams' planned facilities are operational, it will provide service over its own facilities, the facilities of other telecommunications carriers, or a combination of the foregoing. Williams will, upon certification and before offering facilities-based service, file its initial tariff with the TRA setting forth the rates, charges, and regulations for its services. If Williams offers new services in the future, it will similarly comply with such requirements.

IV. Public Interest and Necessity

The grant of a certificate of public convenience and necessity to Williams to provide facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of interexchange, exchange access, and local exchange services. By increasing competition, Williams' provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, Williams' entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. To the contrary, the presence of another authorized carrier will provide additional consumer choice, promote competition, lower prices, and stimulate development of additional telecommunications services.

The facilities that Williams plans to construct in Tennessee will also benefit the public. As opportunities for economic growth continue to shift toward information services and

technology, the quality of Tennessee's communications infrastructure will determine the state's ability to attract and maintain jobs because a modern telecommunications infrastructure attracts industry and lowers production costs.

V. Miscellaneous

A. Small and Minority-Owned Telecommunications Business Participation Plan

Williams has attached, as Exhibit 7, its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212.

B. Year 2000 Compliance

Williams has attached, as Exhibit 8, its Year 2000 Readiness Disclosure.

C. Rural Telcos and Telephone Cooperatives

Unless otherwise permitted by federal or state law, Williams does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Williams also does not plan to provide service in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Williams reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

D. Authority in Other States

Williams currently has authority to offer intrastate facilities-based or resold telecommunications services in 45 states. These states include: Alabama, Arizona, Arkansas,

California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, West Virginia, Wisconsin, Wyoming, and Virginia, through Vyvx of Virginia, Inc., a wholly owned subsidiary of Williams, which is authorized to offer telecommunications services in Virginia.

E. Maintenance Information

Tom Armstrong, Williams' Director of Network Operations, is knowledgeable about Williams' operations. Mr. Armstrong will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems in Tennessee. In addition, customers may contact Williams twenty-four hours per day, seven days per week at 1-888-275-9080 for service problems. During normal business hours, customers with billing or similar inquiries can call 1-888-465-9516. Mr. Armstrong can be contacted at:

Williams Communications, Inc.
Director of Network Operations
2 East First Street, RC3-B
Tulsa, Oklahoma 74172
Tel: (918) 573-5042
Fax: (918) 573-6944

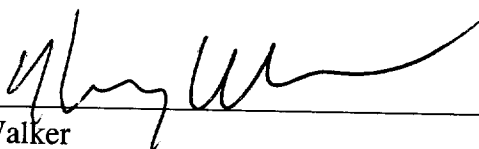
F. Policies, Rules, and Orders

Williams will comply with all applicable statutes, rules and orders concerning the provision of telecommunications services in Tennessee.

CONCLUSION

Williams Communications, Inc., d/b/a Vyvx, Inc. respectfully requests that the TRA (1) grant a certificate of public convenience and necessity as a competing telecommunications service provider to provide local exchange, interexchange, and exchange access telecommunications services throughout Tennessee and (2) grant such other relief it deems necessary and proper.

Respectfully submitted,



Henry Walker
Michael B. Bressman
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219
Tel: (615) 244-2582

Counsel for Williams Communications, Inc.

Dated: June 3, 1999

EXHIBITS

Exhibit 1	Articles of Incorporation
Exhibit 2	Authorization to Transact Business in Tennessee
Exhibit 3	Financial Statements
Exhibit 4	Management Biographies
Exhibit 5	List of Board of Directors and Officers
Exhibit 6	Network Map
Exhibit 7	TRA Order Granting Authority to Resell Telecommunications Services and Provide Operator Services
Exhibit 8	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit 9	Year 2000 Readiness Disclosure

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VYVX, INC.", CHANGING ITS NAME FROM "VYVX, INC." TO "WILLIAMS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480761

12-22-98

1-29-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

VYVX, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated January 29, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Board of Directors of the Corporation hereby recommends and declares advisable an amendment to Article FIRST of the Corporation's Certificate of Incorporation to change the name of the Corporation so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is:
WILLIAMS COMMUNICATIONS, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in

Page 2

accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said VYVX, INC. has caused this certificate to be signed by Delwin L. Bothof, its President, and attested by David M. Higbee, its Secretary, this 29th day of January, 1998.

VYVX, INC.

By: Delwin L. Bothof
President

ATTEST:

By: David M. Higbee
SecretaryH:\CORPSEC\MINUTES\VYVX\NMECHG.CER

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CRITICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

"GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.", A DELAWARE CORPORATION,

"WCG TELESERVICES, INC.", A DELAWARE CORPORATION,

"WILTEL FINANCIAL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 3:02 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480759

12-22-98

12229

CERTIFICATE OF MERGER**OF**

**GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.
CRITICAL TECHNOLOGIES, INC.
WCG TELESERVICES, INC.
WILTEL FINANCIAL CORPORATION**

INTO**VYVX, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the mergers is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Global Access Telecommunications Services, Inc.	Delaware
Critical Technologies, Inc.	Delaware
WCG Teleservices, Inc.	Delaware
WilTel Financial Corporation	Delaware
Vyvx, Inc.	Delaware

SECOND: That agreements of merger between the parties to the mergers have been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the mergers is Vyx, Inc. and its Certificate of Incorporation shall remain unchanged.

FOURTH: That the executed Agreements of Merger are on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

FIFTH: That copies of the Agreements of Merger will be furnished by the surviving corporation, on request and without cost, to the stockholders of any constituent corporation.

Dated: December 18, 1997

VYVX, INC.

By: 

David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480757

12-22-98

12-19-97

CERTIFICATE OF OWNERSHIP

MERGING

GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Global Access Telecommunications Services, Inc., a corporation incorporated on June 10, 1994 under the laws of the State of Massachusetts (hereinafter called "Global"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 17, 1997, determined to and did merge into itself said Global which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Global Access Telecommunications Services, Inc., a corporation organized and existing under the laws of the State of Massachusetts; and

WHEREAS, the Corporation desires to merge into itself said Global Access Telecommunications Services, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Global Access Telecommunications Services, Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Global Access Telecommunications Services, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

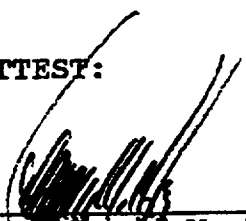
RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 17th day of December, 1997.

VYVX, INC.

By: 
S. Miller Williams
Vice President

ATTEST:


David M. Higbee
Secretary

[SEAL]

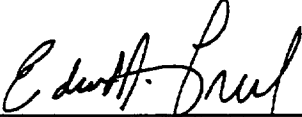
H:\CORPSEC\MINUTES\GLOBAL\MERGER.CER

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CORRECTION OF "VYVX, INC.", FILED IN
THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 1997, AT 10
O'CLOCK A.M.





Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

9480755

DATE:

12-22-98

3-7-97

**CERTIFICATE OF CORRECTION
OF THE
CERTIFICATE OF MERGER OF
WILTECH CABLE TELEVISION SERVICES, INC.
INTO
VYVX, INC.**

Pursuant to Section 103(f) of the General
Corporation Law of the State of Delaware

VYVX, INC., a Delaware corporation (the "Corporation"), does hereby certify as follows:

FIRST: On February 20, 1997, the Corporation erroneously filed with the Secretary of State of Delaware a Certificate of Merger which set forth that WilTech Cable Television Services, Inc., a Delaware corporation, was merged into the Corporation.

SECOND: While the Corporation intends to eventually merge WilTech Cable Television Services, Inc. into the Corporation, due to clerical error, the Certificate of Merger was filed prematurely. Consequently, the Certificate of Merger should not have been filed.

THIRD: The Certificate of Merger filed on February 20, 1997 is null and void.

FOURTH: This Certificate of Correction has been prepared in accordance with the provisions of Section 103(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Vyvx, Inc. has caused this Certificate of Correction to be executed in its corporate name this 10th day of March, 1997.

 VYVX, INC.

By: 

Name: Howard E. Janzen

Title: Chairman of the Board

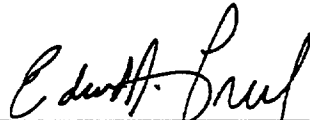
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VIACOM MGS SERVICES INC.", A DELAWARE CORPORATION,
WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2206783 8100M

981496031

AUTHENTICATION: 9480846

DATE: 12-22-98

CERTIFICATE OF OWNERSHIP

MERGING

2-27-97

VIACOM MGS SERVICES INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Viacom MGS Services Inc., a corporation incorporated on May 18, 1967 under the laws of the State of Delaware (hereinafter called "Viacom"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 31, 1996 determined to and did merge into itself said Viacom which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Viacom MGS Services Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself said Viacom MGS Services Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Viacom MGS Services Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Viacom MGS Services Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

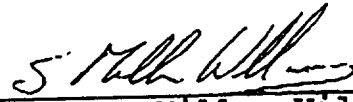
RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or

without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 27th day of February, 1997.

VYVX, INC.

By:



S. Miller Williams
Vice President

ATTEST:



David M. Higbee
Secretary

[SEAL]

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WILTECH CABLE TELEVISION SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 1997, AT 2:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480752

12-22-98

2-20-97

CERTIFICATE OF MERGER
OF
WILTECH CABLE TELEVISION SERVICES, INC.
INTO
VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
WilTech Cable Television Services, Inc.	Delaware
Vyvx, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Vyx, Inc.

FOURTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 111 E. 1st Street, Tulsa, Oklahoma 74103.

FIFTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: February 12, 1997

VYVX, INC.

By: _____

David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CYCLE-SAT ACQUISITION CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480750

12-22-98

ATTEST:

By: 

David M. Higbee
Secretary

11-20-96

CERTIFICATE OF OWNERSHIP
MERGING
CYCLE-SAT ACQUISITION CORPORATION
INTO
VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Cycle-Sat Acquisition Corporation, a corporation incorporated on November 13, 1996 under the laws of the State of Delaware (hereinafter called "Cycle-Sat"), and that Vyvx, by resolutions of its Board of Directors duly adopted on the 19th day of November, 1996, determined to and did merge into itself said Cycle-Sat which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Cycle-Sat Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself the said Cycle-Sat Acquisition Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW THEREFORE, BE IT RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Cycle-Sat Acquisition Corporation and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Cycle-Sat Acquisition Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 20th day of November, 1996.

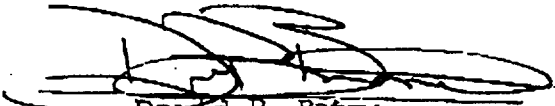
VYVX, INC.

By:



S. Miller Williams
Vice President

ATTEST:



David P. Batow
Asst. Secretary

[SEAL]

H:\CORPSEC\MINUTES\VYVX\111996.CTA

H:\CORPSEC\MINUTES\VYVX\111996.COO

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WIRELESS ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 1996, AT 2 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480748

12-22-98

4-4-96

CERTIFICATE OF MERGER
OF
WIRELESS ACQUISITION CORPORATION
INTO
VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Wireless Acquisition Corporation	Delaware
Vyvx, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Vyx, Inc.

FOURTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

FIFTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to either stockholder of any constituent corporation.

Dated: April 4, 1996

VYVX, INC.

By: 

David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VYVX NATIONAL VIDEO NETWORK, INC.", CHANGING ITS NAME FROM "VYVX NATIONAL VIDEO NETWORK, INC." TO "VYVX, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 1992, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480746

12-22-98

1-2-92
CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

VYVX NATIONAL VIDEO NETWORK, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated December 31, 1991, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of VYVX NATIONAL VIDEO NETWORK, INC., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is:

VYVX, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

Page 2

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said VYVX NATIONAL VIDEO NETWORK, INC. has caused this certificate to be signed by Henry C. Hirsch, its Senior Vice President, and attested by David M. Higbee, its Secretary, this 31st day of December, 1991.

VYVX NATIONAL VIDEO NETWORK, INC.

By: 

Henry C. Hirsch
Senior Vice President

ATTEST:

By: 

David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATIONAL VIDEO NETWORK, INC.", CHANGING ITS NAME FROM "NATIONAL VIDEO NETWORK, INC." TO "VYVX NATIONAL VIDEO NETWORK, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 1990, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480744

12-22-98

2-8-90

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

NATIONAL VIDEO NETWORK, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of NATIONAL VIDEO NETWORK, INC., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is:


VYVX NATIONAL VIDEO NETWORK, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

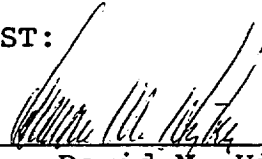
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NATIONAL VIDEO NETWORK, INC. has caused this certificate to be signed by Roy A. Wilkens, its Chairman of the Board, and attested by David M. Higbee, its Secretary, this 5th day of February, 1990.

NATIONAL VIDEO NETWORK, INC.

By 
Roy A. Wilkens
Chairman of the Board

ATTEST:

By 
David M. Higbee
Secretary

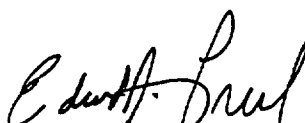
342/MIN

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATIONAL VIDEO NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 1989, AT 10 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480742

12-22-98

9/15/89

CERTIFICATE OF INCORPORATION
OF
NATIONAL VIDEO NETWORK, INC.

FIRST: The name of the Corporation is
NATIONAL VIDEO NETWORK, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is 1,000 shares, all of which shall be with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David M. Higbee	One Williams Center Tulsa, OK 74172

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of the Stockholders or until their successors are elected and qualified:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David R. Bishop	One Williams Center Tulsa, OK 74172
Henry C. Hirsch	One Williams Center Tulsa, OK 74172
Jerry R. Sellers	1000 Louisiana, Suite 4700 Houston, TX 77002
Roy A. Wilkens	One Williams Center Tulsa, OK 74172

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for defining and regulating the powers of the Corporation and its directors and stockholders:

1. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

2. The first meeting of the stockholders for the election of directors shall be held in Tulsa, Oklahoma, at the office of the Corporation, on July 3, 1990, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-laws of the Corporation.

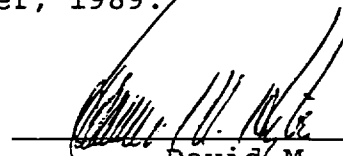
3. Written ballots shall not be required for the election of directors of the Corporation.

4. The Board of Directors shall have the power to make, alter or repeal By-laws of the Corporation.

5. The By-laws of the Corporation may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

6. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Corporation hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 1st day of September, 1989.



David M. Higbee

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/04/1998

REQUEST NUMBER: 98338032

TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/27/1998

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: PERPETUAL

CONTROL NUMBER: 0348240

JURISDICTION: DELAWARE

TO:

CAPITAL FILING SERVICE, INC

7051 HIGHWAY 70 S

NO 333

NASHVILLE, TN 37221

REQUESTED BY:

CAPITAL FILING SERVICE, INC

7051 HIGHWAY 70 S

NO 333

NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"WILLIAMS COMMUNICATIONS, INC",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/04/98

FROM:

CAPITAL FILING SERVICE, INC.

7051 HWY 70 S

#333

NASHVILLE, TN 37221-0000

	RECEIVED:	FEES	
		\$60.00	\$0.00

TOTAL PAYMENT RECEIVED: \$60.00

RECEIPT NUMBER: 00002392816

ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/04/1998

REQUEST NUMBER: 98338030A

CHARTER/QUALIFICATION DATE: 03/27/1998

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: PERPETUAL

CONTROL NUMBER: 0348240

JURISDICTION: DELAWARE

TO:

CAPITAL FILING SERVICE INC

7051 HIGHWAY 70 S

NO 333

NASHVILLE, TN 37221

REQUESTED BY:

CAPITAL FILING SERVICE INC

7051 HIGHWAY 70 S

NO 333

NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"WILLIAMS COMMUNICATIONS, INC"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3483-0400	03/27/1998	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC
3483-0406	03/27/1998	ASSUMED-ADD	

FOR: REQUEST FOR COPIES

ON DATE:

FROM:

FEES

RECEIVED: \$0.00 \$0.00

TOTAL PAYMENT RECEIVED: \$0.00

RECEIPT NUMBER:

ACCOUNT NUMBER:



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Williams Communications, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Williams Communications, Inc.

If different, the name under which the certificate of authority is to be obtained is Vyxx, Inc.

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is September 5, 1989 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

111 E. 1st Street, Tulsa, Oklahoma 74103-2808

Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is C/O C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

Street	City/State	County	Zip Code

The name of its registered agent at that office is

C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached list of officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached list of directors

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date

3/17/98
Secretary
Signer's Capacity

Williams Communications, Inc.

Name of Corporation

Signature

David M. Higbee
Name (typed or printed)

Tuesday, March 24, 1998

Keith E. Bailey
Primary
Address.

One Williams Center
Tulsa, OK 74172

Director

Delwin L. Bothof
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808

John C. Bumgarner, Jr. Director
Primary One Williams Center
Address. Tulsa, OK 74172

James R. Herbster
Primary Address: One Williams Center
Tulsa, OK 74172
Director

Howard E. Janzen
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808

Director

Laura A. Kenny
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808
Director

Joseph C. Turcotte
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808

S. Miller Williams
Primary
Address:

111 East 1st Street
Tulsa, OK 74103-2808

Director

Howard E. Janzen
Primary
Address: 111 East 1st Street
Tulsa, OK 74103-2808

Delwin L. Bothof
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808 President

Gordon C. Martin
Primary Address: 2800 Post Oak Blvd.
Houston, TX 77056
Vice Pres. /ent, Assistant Secretary & Assistant Treasurer

S. Miller Williams Vice President

Williams Communications, Inc.

Primary 111 East 1st Street
Address: Tulsa, OK 74103-2808

Primary 111 East 1st Street Assistant Secretary
Address: Tulsa, OK 74103-2808

Primary 111 East 1st Street Assistant Treasurer
Address: Tulsa, OK 74103-2808

Joseph C. Turcotte Vice President - Operations & Engineering, Assistant Secretary & Assistant
Treasurer
Primary 111 East 1st Street
Address: Tulsa, OK 74103-2808

Laura A. Kenny Vice President - Marketing
Primary 111 East 1st Street
Address: Tulsa, OK 74103-2808

Primary 111 East 1st Street Assistant Secretary
Address: Tulsa, OK 74103-2808

Primary 111 East 1st Street Assistant Treasurer
Address: Tulsa, OK 74103-2808

Wesley B. Hanemayer Vice President, Assistant Secretary & Assistant Treasurer
Primary None given
Address:

David M. Higbee Secretary
Primary One Williams Center
Address: Tulsa, OK 74172

David P. Batow General Counsel
Primary One Williams Center
Address: Tulsa, OK 74172

Primary One Williams Center Assistant Secretary
Address: Tulsa, OK 74172

Richard A. Blake Assistant Secretary
Primary 2800 Post Oak Blvd.
Address: Houston, TX 77056

Kenneth L. Clagett Assistant Secretary
Primary None given
Address:

Greg S. Floerke Assistant Secretary
Primary One Williams Center
Address: Tulsa, OK 74172

Williams Communications, Inc.

Shawna L. Gehres	Assistant Secretary
Primary	One Williams Center
Address	Tulsa, OK 74172

Nancy G. McCracken	Assistant Secretary
Primary	2800 Post Oak Blvd.
Address	Houston, TX 77056

Joseph W. Miller	Assistant Secretary
Primary	None given
Address	

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLIAMS COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel
 Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

2206783 8300

981113561

8590490

03-24-98

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is WILLIAMS COMMUNICATIONS, INC.

2. The state or country of incorporation is Delaware

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

VOXX, INC.

(NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.)

March 24, 1998
Signature Date

SECRETARY
Signer's Capacity

WILLIAMS COMMUNICATIONS, INC.
Name of Corporation

[Signature]
Signature

David M. Higbee
Name (typed or printed)

HOWARD E. JANZEN

*President & Chief Executive Officer
Williams Communications, Inc.*

Howard E. Janzen is chief executive officer of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams") (NYSE: WMB). He has 18 years of experience in the telecommunications and energy industries, holding a variety of management positions within Williams.

Janzen began his career at Williams as project engineer for Williams Pipe Line Company in 1979, where he served in numerous management positions culminating as Vice President of Operations in 1987. In 1991, he became Vice President of Operations at Williams Natural Gas Company and became its Senior Vice President and General Manager in 1993. He assumed the presidency of the WilTech Group in 1995 and was named Chairman of Vyvx, Inc., now known as Williams Communications, Inc., an international provider of video transmission services via fiber optics, teleport uplinks and satellites. He became President and Chief Operating Officer of Williams Communications, Inc., in January 1997, and Chief Executive Officer in April 1997. Janzen also assumed the role of WilTel Chairman when it merged with Nortel Communications Systems' customer premise sales and service organization in April 1997. WilTel is now known as Williams Communications Solutions, LLC.

Janzen earned Bachelor of Science and Master of Science degrees in Metallurgical Engineering from The Colorado School of Mines. He has also completed the Harvard Business School Program for Management Development.

Janzen lives in Tulsa, Oklahoma, with his wife, Cherine, and three children. He is Vice Chair of the Children's Medical Center Board of Trustees and serves on the Board of Trustees for the Hillcrest Healthcare System, where he is Vice Chair of the Physician Relations and Service Company. He serves on the Gilcrease Museum Board of Directors and is Chairman for the National Annual Fund and President's Council for The Colorado School of Mines. He is also active in church related activities.

Williams, through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services. Its communications enterprises include nationwide single-source business communications systems integration; international video satellite, and fiber-optic transmission; multipoint video- and audio-conferencing; satellite business applications; enhanced fax services; interactive technical training, on-demand distance learning, and Internet, and telemarketing services. Company information is available on the World Wide Web at <http://www.twc.com> and <http://wilcom.com>.

FRANK M. SEMPLE

***President of Williams Network, a Division of
Williams Communications, Inc.***

Frank Semple is President of Williams Network, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams"). He has nearly two decades of experience with Williams and brings to his office a track record of proven leadership skills within several Williams business units.

Prior to his current position, Semple served as Senior Vice President and Chief Information Officer for Williams Communications, Inc.. While serving in numerous management positions with Williams Pipe Line Company, Semple implemented innovative technology at Williams Pipe Line Company that positioned that company as the industry leader in customer service and systems. He also held operations and marketing roles at Northwest Pipeline before joining Williams Natural Gas Company as Senior Vice President and General Manager.

Semple received a Bachelor's Degree in Mechanical Engineering from the U.S. Naval Academy and has also completed the Harvard University program for management development.

He resides in Tulsa, Oklahoma, with his wife and two children. Semple serves as a board member for the Campfire Boys & Girls organization in Tulsa.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

JOSEPH C. TURCOTTE

*Senior Vice President and Chief Operating Officer
Williams Communications Network Services, a Division of
Williams Communications, Inc.*

Joseph C. Turcotte is Senior Vice President and Chief Operating Officer of Williams Communications Network Services, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams"), and has 13 years of operations and engineering experience in the telecommunications and energy industries.

Turcotte was formerly Vice President of Operations and Engineering for Vyvx, Inc., now known as Williams Communications, Inc. In 1995, prior to joining Vyvx, Inc., he worked for Williams Pipe Line Company in supervisory and managerial engineering positions, including Director of Information Services.

Turcotte earned a Bachelor of Science Degree in Mechanical Engineering from the University of Minnesota. He also completed the Harvard Professional Management Development Program.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

MICKEY S. MOON

*Director of Regulatory Affairs
Williams Communications, Inc.*

Mickey S. Moon is the senior regulatory affairs analyst for Williams Communications, Inc.'s communications divisions, including Williams Network and Williams Vyvx Services. He has five years of experience in regulated industries, primarily telecommunications and energy.

Prior to joining Williams Communications, Inc. in April, 1998, Moon was an Assistant Attorney General for the State of Oklahoma since January, 1995. He worked as an attorney in the Attorney General's Public Utility Section, representing the state's consumers of natural gas, electric and telecommunications services before state and federal agencies and courts. He served as Director of the Attorney General's Public Utility Section from March, 1997, until joining Williams Communications, Inc. in 1998.

At the Oklahoma Attorney General's Office, Moon represented consumers in numerous telecommunications rulemakings to implement the state and federal objectives of the federal Telecommunications Act of 1996. He also participated in agency adjudications and judicial proceedings whenever the consumers' interests would be impacted, including proceedings under Section 271 of the 1996 Act.

Moon received a Juris Doctorate Degree from the University of Tulsa College of Law in May, 1994, where he served as the Managing Editor of Energy Law Journal, which published his student note: *Assigning Gas Balancing Rights in the Absence of a Gas Balancing Agreement*, 14 Energy L. J. 407 (1993).

GARY L. WATSON

***Executive Director Network Voice Services
Williams Communications, Inc.***

Gary Watson is the lead person for Williams Communications, Inc.'s Switched Voice Network Services. He has twenty-eight years experience in all areas of domestic and international communications.

Prior to joining Williams Communications, Inc. in December, 1998 Mr. Watson was employed by AT&T as a General Manager, Managed Network Solutions. In that capacity he managed over sixty of AT&T's largest customers' networks. Prior to retiring from AT&T Mr. Watson had spent thirteen years with Southwestern Bell Telephone in Operations, Engineering And Operator Services. The last fifteen years of his career with AT&T was spent in both Domestic and International Sales, Operations and Network Management Services.

DELWIN L. BOTHOF

***President of Williams Network Applications, a Division of
Williams Communications, Inc.***

Delwin L. Bothof leads multimedia applications across Williams Communications, Inc.'s extensive fiber and satellite communications networks. This includes Williams Vyvx Services to broadcasters, advertisers, and production studios; Williams Global Access business television and audio- and video-conferencing; ChoiceSeat, Inc. in-stadium sports entertainment network; Williams Learning Network interactive training and distance learning; and Williams Telemetry wireless telephony communications for the energy and utility industries.

From 1989-1997, he served as the first President of Vyvx, Inc., now known as Williams Communications, Inc., a leading international provider of integrated fiber-optic, satellite, and teleport video transmission services.

With more than 25 years of experience, Bothof is well known in the telecommunications industry. Bothof joined The Williams Companies, Inc. ("Williams"), after holding a number of engineering, marketing and executive management positions for in the industry. He had served as partner and President of Atlanta-based Tritek Communications, Inc., a provider of integrated communication networks. Before that, he was Director of Corporate Planning and Development for BellSouth Corporation and later founded and served as President of BellSouth Ventures Company.

Bothof also served as President of Deka Corporation, a provider of advanced telecommunication systems, and Vice President of Marketing for Scientific-Atlanta, where he was responsible for the management of all worldwide sales and marketing, corporate strategies, joint ventures, and acquisitions. He held numerous positions at the Delcon Division of Hewlett-Packard. Initially, he was Engineering Project Manager responsible for the management and development of a product line which included software and hardware for data communication test instrumentation. He was later promoted to Marketing Manager and then to General Manager.

Bothof holds a Bachelor of Science Degree in Electrical Engineering from the University of Minnesota and a Master of Science Degree in Electrical Engineering from Stanford University. He and his wife, Sally, reside in Tulsa, Oklahoma.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

S. MILLER WILLIAMS

***Senior Vice President, Corporate Development and Planning
Williams Communications, Inc.***

S. Miller Williams is Senior Vice President of Corporate Development and Planning for Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams") (NYSE: WMB).

He has more than 20 years of diversified business experience. Prior to joining Williams, he spent 10 years in real estate development and oil and gas syndications as President of Harbour Group. In 1998, he joined Williams Telecommunications Systems, Inc., as Vice President of Corporate Development. While there, he was responsible for exploring potential strategic partnerships, acquisitions, investments, and projects for enhancing growth. He has also served as Assistant Treasurer for Williams, Manager of Special Projects for Williams Pipe Line Company, and Director of International Marketing for Agrico Chemical Company.

Williams earned a Master of Business Administration degree from The University of Tulsa and a Bachelor of Science degree in Business Administration from the University of North Carolina.

LAURA A. KENNY

***Senior Vice President & General Manager
Williams Vyvx Services, a Division of
Williams Communications, Inc.***

Laura Kenny is Senior Vice President and General Manager for Williams Vyvx Services, a Division of Williams Communications, Inc., a subsidiary of The Williams Companies, Inc. ("Williams"). Williams Vyvx Services is a leading international provider of integrated video, fiber-optic, satellite and teleport transmission services. Her responsibilities include strategic planning, marketing, sales, operations, and administration for its worldwide presence with nearly 500 employees in 30 offices in the United States, the United Kingdom, Singapore, and Australia.

In 1997, Kenny joined Vyvx, Inc., now known as Williams Communications, Inc., as Vice President of Marketing and received sales responsibility in 1997. In December 1997, Kenny assumed all management responsibility for Williams Vyvx Services. In addition, she chairs Williams Communications, Inc.'s, Customer Intimacy Initiative and co-chairs Williams Communications, Inc.'s, corporate-wide Chairman's Council on Workplace Diversity.

In more than 17 years as a leader in the telecommunications industry, Kenny has been involved in the development and implementation of strategic sales, marketing, and management programs for domestic and international markets. Before joining Williams, Ms. Kenny served as an executive with AT&T, where she held numerous marketing and operations positions. She developed national marketing plans for AT&T Communication Services and established a software development training institute in Singapore in collaboration with Bell Labs and the Singapore government.

Kenny earned a Bachelor of Arts Degree from Lycoming College in 1978, and subsequently received paralegal certification at Adelphi University. She has attended the Master of Business Administration program at Seton Hall and completed executive development programs at the University of Michigan and Columbia University. She serves on the advisory board of The University of Tulsa College of Engineering.

Kenny resides in Tulsa, Oklahoma, with her husband, Larry Gordon, and two children.

Williams (NYSE:WMB), through its subsidiaries, is the nation's largest-volume transporter of natural gas and provides a full range of traditional and leading-edge energy and communications services.

WILLIAMS COMMUNICATIONS, INC.

List of Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Howard E. Janzen	Director -- Elected 12/01/94	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
Delwin L. Bothof	Director -- Elected 10/24/90	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
Laura A. Kenny	Director -- Elected 10/15/96	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
Frank M. Semple	Director -- Elected 04/01/98	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
Joseph C. Turcotte	Director -- Elected 04/01/95	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
S. Miller Williams	Director -- Elected 12/01/94	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172		
Howard E. Janzen	President & Chief Executive Officer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3800	(918) 573-6024
Lawrence C. Littlefield, Jr.	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3915	(918) 573-6024
S. Miller Williams	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3699	(918) 573-6024

WILLIAMS COMMUNICATIONS, INC.

List of Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Frank M. Semple	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3858	(918) 573-6024
Linda K. Lawson	Vice President, Assistant Secretary, & Assistant Treasurer	4600 South Ulster Street, 12th Floor Denver, CO 80237	(303) 267-1275	(303) 267-0099
Laura A. Kenny	Vice President, Assistant Secretary, & Assistant Treasurer	111 East 1st Street, Tulsa, OK 74103	(918) 573-2671	(918) 573-6805
Delwin L. Bothof	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5299	(918) 573-6024
G. L. Best	Vice President, Treasurer & Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-2173	(918) 573-6024
Gerald L. Carson	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-2222	(918) 573-1352
Gordon C. Martin	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5515	(918) 573-6024
Patti Schmigle	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3912	(918) 573-6024

WILLIAMS COMMUNICATIONS, INC.

List of Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Joseph C. Turcotte	Vice President	One Williams Center, Tulsa, OK 74172	(918) 573-3098	(918) 573-5761
Greg S. Floerke	Vice President	One Williams Center, Tulsa, OK 74172	(918) 573-4913	(918) 573-6389
Shawna L. Gehres	Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2298	(918) 573-4190
George N. Otey	Assistant Secretary	One Williams Center, Tulsa, OK 74172	(918) 573-0379	(918) 573-8967
David P. Batow	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-4205	(918) 573-3005
William G. von Glahn	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2480	(918) 573-5942
Joseph W. Miller	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2108	(918) 573-3005

APR 21 1999 15:37 FR B C C & B

TO 1510049400191918 P.02/02

Company ID: 128297

Williams Communications, Inc.
d/b/a Vyvx, Inc.
P.O. Box 22067
Tulsa, OK 74121

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

April 6, 1999

IN RE: CASE NUMBER: 99-00034

Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

—ORDER—

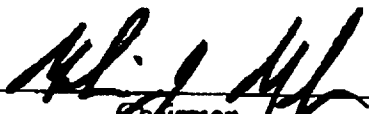
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on April 6, 1999 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

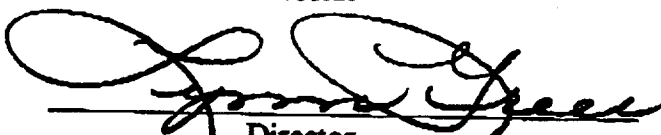
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:


Executive Secretary


Chairman


Director


Director

WILLIAMS COMMUNICATIONS, INC.

SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, Williams Communications, Inc. (“Williams”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Williams is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Williams will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Williams will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Williams of such opportunities. Williams will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Williams will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

II. ADMINISTRATION

Williams's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Williams's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Mickey Moon
Williams Communications, Inc.
2 East First Street, Mail Drop RC3-I
Tulsa, Oklahoma 74172
Tel: (918) 573-8771
Fax: (918) 573-0669

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within Williams and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors.
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

III. RECORDS AND COMPLIANCE REPORTS

Williams will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Williams will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Williams will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Williams will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

WILLIAMS COMMUNICATIONS, INC.

By: _____

Mickey Moon

Director of Regulatory Affairs

Dated: May 20, 1999

Williams Communications Year 2000 Readiness Disclosure

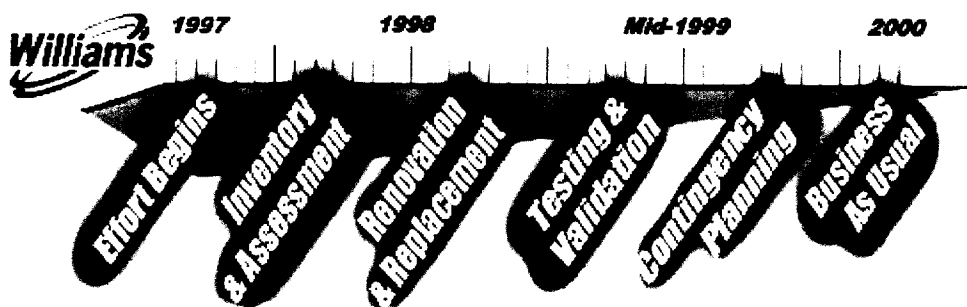


March 31, 1999

Williams Communications

The Williams Companies established a plan in 1997 to address Year 2000 issues relating to our areas of business, which are "time/date" sensitive. This includes traditional informational technology (mainframe, midrange, PC/LAN and Network hardware, software, applications and data); external interfaces (customers, vendors and trading partners); operations; and facility items (elevator control systems, card key access systems, PBX equipment, etc.). Also in 1997, a Year 2000 Program Office (YPO) was established to oversee management and execution of the plan. Our Year 2000 effort is a strategic enterprise-wide initiative with senior executive sponsorship.

Our Schedule



The above schedule shows the phases in our Year 2000 process. The detail of these phases is as follows:

Phase	Objective	Milestone Date	Status
Awareness	Ongoing communication of the Y2K issue is essential for the project's success. Management and employees need to support the Y2K compliance effort. We are using the intranet (http://151.142.207.48) the company newsletter (<i>Connected</i>) and various other means to communicate this involved effort.	Ongoing	Ongoing
Inventory & Assessment	Inventory all technology and systems, assessing Year 2000 issues, determining resolution, priority and costs through proven industry methodology.	IT : March 31, 1998 Non-IT : April 15, 1998	IT: Complete Non-IT: Complete
Renovation & Replacement	Focus on modification or replacement of critical business processes first. Develop work plan & timeline to ensure adequate resources and target date achievement	December 31, 1998	In progress
Testing & Validation	Assure compliance through the testing of all business processes in a sterile Year 2000 test environment while following design standards and control processes.	June 30, 1999	In progress
Contingency Planning	Preparation for unseen and anticipated problems. Update disaster recovery plans prepare for post 2000 problem management	November 30, 1999	In progress

Our Process

What does "Year 2000 compliant" mean?

There are certain standards that apply regardless of whether a system is IT or a Non-IT supported system. For a system to be considered Year 2000 compliant, the system or process must be able to:

- Handle date information before, during and after January 1, 1999, including but not limited to accepting date input; providing date output; and performing calculations and comparisons on dates or portions of dates. Date interpretation and manipulation must be correct for all valid date values within the system domain.
- Function accurately and without interruption before, during and after January 1, 2000, without any change in operations associated with the advent of the new century.
- Respond to two-digit year date input in a way that resolves the ambiguity as to the century in a disclosed, defined and predetermined manner. Interfacing software must make the same century assumptions when processing two-digit years.
- Process Year 2000 as a leap year.

Correctly process any date with a year specified as "99" and "00", regardless of other subjective meanings attached to these values.

Inventory & Assessment

The Inventory & Assessment phase was broken down into two categories, IT and Non-IT. **The IT assessment** of Williams Communications was initiated February 9, 1998 and completed March 31, 1998. The project goal was to assess the impact of the Year 2000 problem on all of the business processes and software that are traditionally recognized as Information Technology.

This assessment is the first phase in achieving the goal of becoming Year 2000 compliant, so that all business processes will continue to operate without interruption up to and beyond the rollover through the Year 2000. The goal for Williams Communications is for the rollover to occur with minimal or no business interruption and with a minimum of conversion investment or systems support impact.

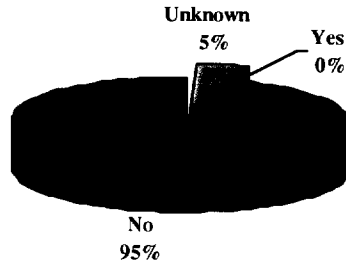
The Year 2000 Project Office (YPO) compliance manual was used as a guideline to the methodology and reporting of status for the project. Also, SPR Inc., a nationally recognized consulting company, was contracted to provide support services, specifically its Renovation 2000™ Methodology, Tools, and People.

Third-party software information was compared with an SPR's master product compliance database to determine Year 2000 compliance status. Vendors were contacted for software not found in this master database.

One hundred and seventy-seven business processes were inventoried. Sixty percent of these processes are provided to Williams Communications by third-party vendors. All business processes have been marked for conversion, replacement, upgrade, deletion or validation. In addition the source code was obtained and scanned where appropriate to identify date sensitive lines of code. Traditionally, legacy systems have been impacted most by the Year 2000 problem.

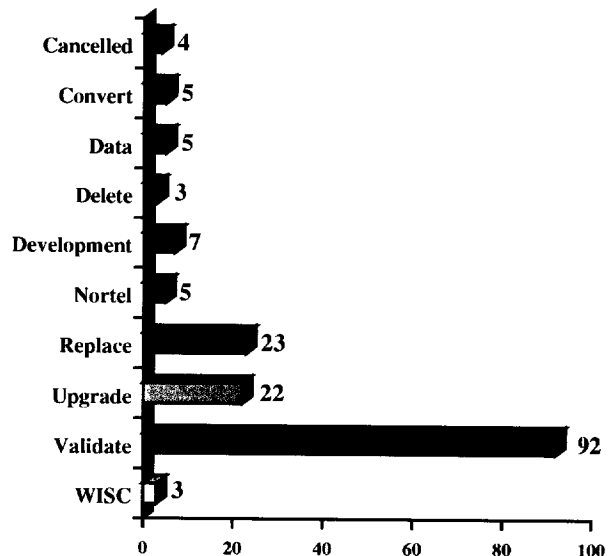
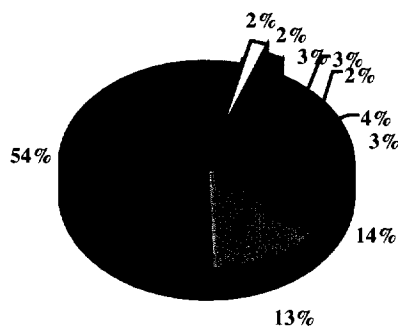
Of the 177 business processes inventoried, nine required further review. The remaining 168 have been determined to be non-compliant. Under our YPO methodology, a system is not compliant until it has been tested and found to be year 2000 compliant.

“Breakdown of Initial IT Assessment” Compliant Status



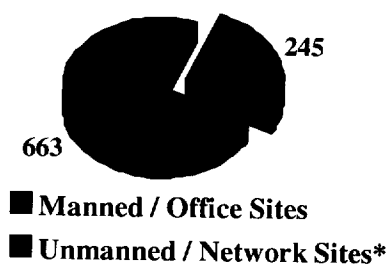
It is important to note the following: (See below the Breakdown of Non-Compliant Processes chart.)

- Fifty-four percent of the "non-compliant" software has been deemed Y2K compliant by someone (vendor, employee, etc.); however, the Y2K team has not validated or tested the compliance
- Another thirty-one percent of non-compliant software is scheduled to be deleted, cancelled, upgraded or replaced, all of which will address the Y2K compliance
- Another four percent is in software currently under development, which can be addressed before the software is released.



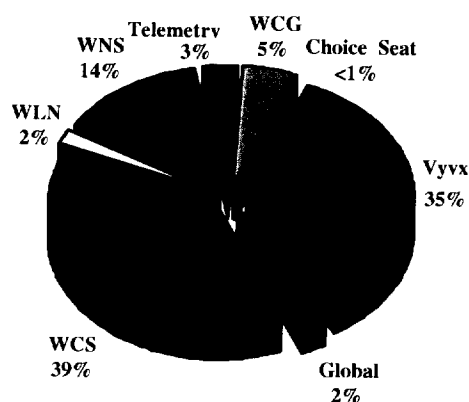
The Non-IT assessment of Williams Communications for business processes was initiated February 23, 1998 and completed April 15, 1998. The project goal is to ensure that all computer hardware, network hardware and plant equipment continues to operate without interruption up to and beyond the rollover to the Year 2000.

The assessment identified 245 manned sites and 663 unmanned / Network sites. These include such things as regeneration huts, network segments, switching centers, teleports, POPs, etc.



Ninety-two business processes were identified for Non-IT. A Non-IT business process is defined as a definable process that enables the company to perform its business. Transport, ADS, and LAN/WAN are examples of some of the identified business process. These business processes when tracked in relation to sites are then broken down into inventory units. For example, the business process known as LAN/WAN, which can consist of bridges, routers, hubs, etc., has 5 inventory units alone.

The total number of inventory units identified for the 92 business processes is 1,037 (the allocation between Communications' strategic business units is detailed below).



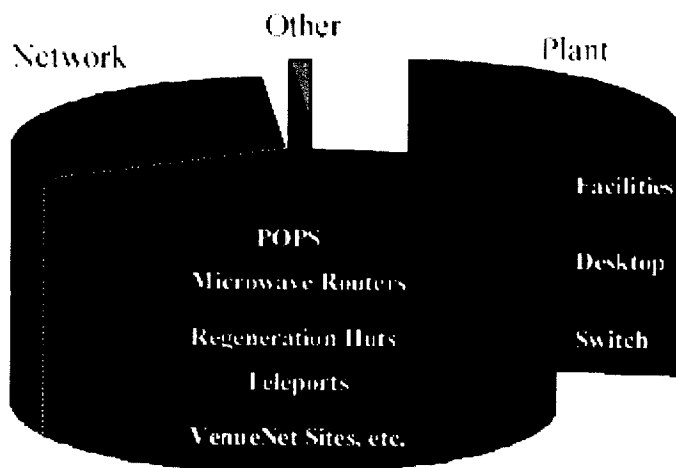
Upon completion of the Non-IT assessment the tasks of performing a physical site review and inventory for all Williams Communications previously identified 1037 inventory units. This inventory was substantially completed on August 31, 1998 and consisted of:

- inventory of each piece of equipment by model number, serial number and version number
- identify any warranties, guarantees and maintenance agreements on the inventoried hardware
- calculate business risks and assign risk ratings

In summary we inventoried over 500+ different products and this number is comprised of over 15,000 inventory items. The Non-IT inventory was broken into two major categories; Network and Plant, a third category of Other was added because of the initial status of newly identified sites. When additional details of the newly identified sites become known they are then properly categorized into one of the other two categories. The category of Network is broken down into several groups such as POPS, Microwave Routers, Regeneration Huts, etc. The other main

category of Plant has three groups only; facilities, desktop and switch. The graph below highlights a point that we can continually add products and items to the inventory, but it will only be affecting the depth of the inventory not the breadth.

BREAKDOWN OF NON-IT INVENTORY GROUPS



Renovation / Replacement & Testing / Certification

During this phase, activities are being performed that execute the plans created for the processes that were identified in the assessment phase and slated for conversion, upgrade, replacement, deletion or validation. Williams Communications initiated kick-off meetings with the employees who are ultimately responsible for day-to-day operations of the individual business processes identified. These employees are referred to as business process owners and subject matter experts (SME's).

The kick-off meetings allowed for the introduction of the Master Certification Process, a process Williams Communications has adopted. This process details the steps for making the necessary changes in the business process to achieve compliancy. Such steps or activities are:

- defining upgrade unit, a logical collection of processes that are dependent on each other's functionality
- performing detailed analysis to determine the exact work that must be complete
- developing testing environments, standards and documentation
- converting and upgrading as scheduled

Each upgrade unit, a collection of business processes, has a detailed activity timeline and an associated scorecard to monitor the progress.

The IT portion of the project was mapped out and organized into major groups that align with the current organizational support structure that exists for Williams Communications. Measurement reports help to ensure that progress continues to be made as the project moves from Renovation / Replacement and through the Testing & Certification Phases. All IT infrastructure platforms have been certified as compliant, which has allowed testing to proceed on schedule for most major business processes.

The Non-IT portion of the project was organized and facilitated by the project team through a proven methodology to ensure proper ownership. Appropriate resources are being identified to create the plans for execution of renovation and testing of the identified business processes and the products contained within them.

Due Diligence

Instrumental to a successful Year 2000 conversion effort at Williams Communications will be exercising due diligence throughout all aspects of the project. According to *Black's Law Dictionary, Fifth Edition*, due diligence is:

"Such a measure of prudence, activity, or assiduity, as is properly to be expected from, and ordinarily exercised by, a reasonable and prudent man under the particular circumstances; not measured by any absolute standard, but depending on the relative facts of the special case."

In other words, all reasonable efforts will be made to assure Williams Communications business and the business of Williams Communications business partners (directly relating to data or services provided by Williams Communications) is not interrupted or adversely affected due to the century change. Documentation of such efforts can also provide a strong legal defense if necessary.

While such efforts are underway to inventory, analyze, plan, fix and test Year 2000 date issues, there are also quite a few legal ramifications of these issues and the number of organizations they could effect.

We are taking serious steps to minimize the legal exposure that could surface as a result of year 2000. Since 1998 Williams Communications has sent letters to over 7,700 IT and Non-IT business partners, affiliates, lessor's and other service providers who have conducted business with Williams Communications during the last three years. While the response rate has been approximately 36% overall, the response rate is actually higher in the more critical areas. For example there is a 72% response rate for IT business partners, 47% for Non-IT Business Partners, 31% for affiliates, and 40% for lessors. Williams Communications has identified the most critical business partners and are currently in the process of determining the amount of risk that we may be exposed to by categories of: high dollar volume, high turnover, high risk suppliers, vendors and customers as well as utility and transportation providers. With this list we are prioritizing and assigning a risk factor based on such potential risks as personal safety risk, services risk, operational risk, revenue risk, liability risk and societal (good will) risk. An appropriate contingency plan will be created for the most critical business partners to mitigate failure of any part of our critical supply chain links.

Legal Issues

Williams Communications Year 2000 due diligence expectations were addressed through meetings with Legal Council. Williams Communications will address Year 2000 compliance for any business critical system. Templates were also created to provide consistent vendor communications for both external and internal requests for year 2000 compliance status.

Ongoing Year 2000 compliance initiatives will exhibit due diligence through activities such as:

- Following a comprehensive project methodology
- On-going coordination with the Legal and Audit departments
- Completing an audit of the software, hardware and firmware in use at the WCG facilities
- Determining the business criticality of the items identified and formulating appropriate action plans
- Maintaining centralized storage of project documentation and communication with critical files kept and logged as vital records
- Contacting vendors, suppliers and business partners regarding their Year 2000 compliance efforts
- Issuing consistent and approved responses to external requests regarding Year 2000 status
- Conducting ongoing management reporting
- Conducting corporate-wide awareness and training programs for employees
- Contacting customers and notifying them of plans and changes (potential or tangible) relating to the business
- Taking appropriate legal actions where required based on contractual agreements, warranties and representations
- Including Year 2000 wording in contracts, warranties, and purchase orders
- Stopping the purchase or construction of any system, tools or processes that are not Year 2000 compliant or upgradeable before January 1, 2000

Awareness

Williams Communications has been very diligent in its effort to communicate to all employees about the objectives and the reasons of why the Y2K project is mission critical to the company. There are four main types of communication that the team is utilizing to assist in this effort.

1. *Connected* – The monthly internal newsletter, used to inform employees of various topics concerning Y2K and how they could be impacted.
2. *the Insider* – Company intranet, used to inform employees on a real time basis. Also allows the team to display and distribute critical project information such as manuals, documents, reports, scorecards, etc.
3. Direct-Mail Promotion – This promotion allowed for a concerted effort to reach all employees on a different level than the others. It also was focused on updating the status of the project as well as informing employees and soliciting their feedback about issues that could arise for them as end users. It also provided a show of support from management in the form of a letter from the President addressing the issue and encouraging the education of the problem to all employees.
4. *Williams Communications Quarterly Review* – A Year 2000 article appears in this quarterly produced document that is designed to communicate to customers about the happenings surrounding the company in the last quarter as well as the next.

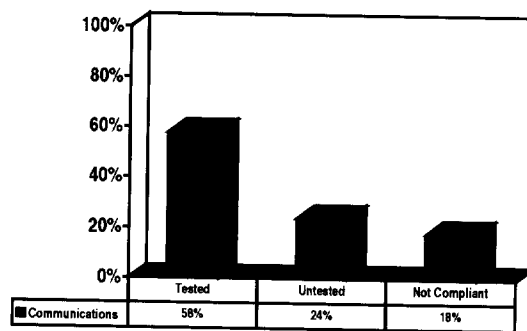
With the short time frame that is left to complete the mission of being a Y2K compliant company, it is critical that the project team adheres to a plan that quickly and effectively allows them to establish awareness among employees across the company.

Summary

As of March 31st, 1999, 1100 business processes / products were identified as requiring Year 2000 certification testing. To date seventy percent of these business processes / products have been categorized as Year 2000 compliant. Of the remaining thirty percent, twenty-one percent are classified as compliant, but have not completed the testing phase. Nine percent of our business processes / products are now categorized as not compliant, and are currently in some phase of renovation/replacement. Williams Communications successfully achieved the first quarter goal of having seventy percent of the identified business processes tested as Year 2000 compliant. The next goal is to have all business critical processes tested and certified by June 30th 1999, as set by our Year 2000 Project Office Methodology.

The breakdown between the IT and Non-IT divisions of Williams Communications Year 2000 project are detailed below. We will continue to make progress reports as the project continues towards completion.

***Year 2000 Status - IT
as of March 31st, 1999***



***Year 2000 Status - Non-IT
as of March 31st, 1999***

